

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
CINEWORLD GROUP PLC,	)	Case No. 22-90168 (MI)
Debtor.)	
<u>Tax I.D. No. 82996 11043</u>)	
)	
In re:	)	Chapter 11
13TH AVENUE PARTNERS, L.L.C.,	)	Case No. 22-90172 (MI)
Debtor.)	
<u>Tax I.D. No. 48-1242376</u>)	
)	
In re:	)	Chapter 11
A 3 THEATRES OF SAN ANTONIO, LTD.,	)	Case No. 22-90167 (MI)
Debtor.)	
<u>Tax I.D. No. 74-2445508</u>)	
)	
In re:	)	Chapter 11
A 3 THEATRES OF TEXAS, INC.,	)	Case No. 22-90176 (DRJ)
Debtor.)	
<u>Tax I.D. No. 95-4211888</u>)	
)	
In re:	)	Chapter 11
AUGUSTUS 1 LIMITED,	)	Case No. 22-90245 (MI)
Debtor.)	
<u>Tax I.D. No. 79364 02434</u>)	

In re:)	
	)	Chapter 11
AUGUSTUS 2 LIMITED,)	
	)	Case No. 22-90247 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 65024 08419</u>)	
)	
In re:	)	Chapter 11
)	
BASILDON CINEMA 2 LIMITED,)	
	)	Case No. 22-90252 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 11552 28611</u>)	
)	
In re:	)	Chapter 11
)	
BASILDON CINEMA NUMBER TWO 2)	
LIMITED,)	
	)	Case No. 22-90249 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 94809 22268</u>)	
)	
In re:	)	Chapter 11
)	
BROMLEY CINEMA 2 LIMITED,)	
	)	Case No. 22-90250 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 54722 28985</u>)	
)	
In re:	)	Chapter 11
)	
BUSBY ASSIGNCO, LLC,)	
	)	Case No. 22-90170 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 82-3615286</u>)	

In re:)	
	)	Chapter 11
CINE-UK LIMITED,)	
	)	Case No. 22-90251 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 53444 74515</u>)	
)	
In re:	)	Chapter 11
)	
CINEBARRE, LLC,)	
	)	Case No. 22-90169 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 20-8344297</u>)	
)	
In re:	)	Chapter 11
)	
CINEMAS ASSOCIATES, LLC,)	
	)	Case No. 22-90171 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 48-1057592</u>)	
)	
In re:	)	Chapter 11
)	
CINEWORLD CINEMA PROPERTIES)	
LIMITED,)	
	)	Case No. 22-90241 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 21440 54401</u>)	
)	
In re:	)	Chapter 11
)	
CINEWORLD CINEMAS HOLDINGS)	
LIMITED,)	
	)	Case No. 22-90243 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 71440 52439</u>)	

In re:	)	) Chapter 11
CINEWORLD CINEMAS LIMITED,	)	) Case No. 22-90246 (DRJ)
Debtor.))
<u>Tax I.D. No. 41440 54492</u>))
In re:	)	) Chapter 11
CINEWORLD ELITE PICTURE THEATRE	)	) Case No. 22-90228 (DRJ)
(NOTTINGHAM) LIMITED,))
Debtor.))
<u>Tax I.D. No. 61440 52806</u>))
In re:	)	) Chapter 11
CINEWORLD ESTATES LIMITED,	)	) Case No. 22-90231 (MI)
Debtor.))
<u>Tax I.D. No. 91440 54495</u>))
In re:	)	) Chapter 11
CINEWORLD FUNDING (JERSEY)	)	) Case No. 22-90235 (MI)
LIMITED,))
Debtor.))
<u>Tax I.D. No. 43123 22259</u>))
In re:	)	) Chapter 11
CINEWORLD HOLDINGS LIMITED,	)	) Case No. 22-90240 (DRJ)
Debtor.))
<u>Tax I.D. No. 40113 21874</u>))

In re:	)	Chapter 11
CINEWORLD HUNCO KFT.,	)	Case No. 22-90244 (DRJ)
Debtor.)	
Tax I.D. No. 25390559-2-41)	
In re:	)	Chapter 11
CINEWORLD SOUTH EAST CINEMAS LIMITED,	)	Case No. 22-90209 (DRJ)
Debtor.)	
Tax I.D. No. 11440 54406)	
In re:	)	Chapter 11
CITY SCREEN (BRIGHTON) LIMITED,	)	Case No. 22-22-90214 (DRJ)
Debtor.)	
Tax I.D. No. 22213 36691)	
In re:	)	Chapter 11
CITY SCREEN (LIVERPOOL) LIMITED,	)	Case No. 22-90216 (MI)
Debtor.)	
Tax I.D. No. 25232 25166)	
In re:	)	Chapter 11
CITY SCREEN (S.O.A.) LIMITED,	)	Case No. 22-90218 (DRJ)
Debtor.)	
Tax I.D. No. 93163 87964)	

In re:	)	Chapter 11
CITY SCREEN (STRATFORD) LIMITED,	)	Case No. 22-90223 (DRJ)
Debtor.)	
<u>Tax I.D. No. 71342 13698</u>)	
In re:	)	Chapter 11
CITY SCREEN (YORK) LIMITED,	)	Case No. 22-90227 (MI)
Debtor.)	
<u>Tax I.D. No. 65227 12221</u>)	
In re:	)	Chapter 11
CLASSIC CINEMAS LIMITED,	)	Case No. 22-90230 (DRJ)
Debtor.)	
<u>Tax I.D. No. 28376 11130</u>)	
In re:	)	Chapter 11
CONSOLIDATED THEATRES MANAGEMENT, L.L.C.,	)	Case No. 22-90180 (MI)
Debtor.)	
<u>Tax I.D. No. 56-2100237</u>)	
In re:	)	Chapter 11
CROWN FINANCE US, INC.,	)	Case No. 22-90188 (MI)
Debtor.)	
<u>Tax I.D. No. 82-3615286</u>)	

In re:	)	Chapter 11
CROWN INTERMEDIATE HOLDCO, INC.,	)	Case No. 22-90191 (DRJ)
Debtor.)	
<u>Tax I.D. No. 82-3575421</u>)	
In re:	)	Chapter 11
CROWN THEATRE CORPORATION,	)	Case No. 22-90194 (MI)
Debtor.)	
<u>Tax I.D. No. 43-1530337</u>)	
In re:	)	Chapter 11
CROWN UK HOLDCO LIMITED,	)	Case No. 22-90234 (MI)
Debtor.)	
<u>Tax I.D. No. 21481 07197</u>)	
In re:	)	Chapter 11
CS (BRIXTON) LIMITED,	)	Case No. 22-90258 (MI)
Debtor.)	
<u>Tax I.D. No. 86956 15146</u>)	
In re:	)	Chapter 11
CS (EXETER) LIMITED,	)	Case No. 22-90259 (MI)
Debtor.)	
<u>Tax I.D. No. 29788 11926</u>)	
In re:	)	Chapter 11
CS (NORWICH) LIMITED,	)	Case No. 22-90260 (DRJ)
Debtor.)	
<u>Tax I.D. No. 23106 04237</u>)	

In re:)	
	)	Chapter 11
EASTGATE THEATRE, INC.,)	
	)	Case No. 22-90195 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 93-0557513</u>)	
)	
In re:	)	Chapter 11
)	
EDWARDS THEATRES, INC.,)	
	)	Case No. 22-90198 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 33-0976218</u>)	
)	
In re:	)	Chapter 11
)	
EMPIRE CINEMA 2 LIMITED,)	
	)	Case No. 22-90248 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 93663 25576</u>)	
)	
In re:	)	Chapter 11
)	
FREDERICK PLAZA CINEMA, INC.,)	
	)	Case No. 22-90190 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 04-2500121</u>)	
)	
In re:	)	Chapter 11
)	
GALLERY CINEMAS LIMITED,)	
	)	Case No. 22-90253 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 11440 54440</u>)	

In re:)	
	)	Chapter 11
GALLERY HOLDINGS LIMITED,)	
	)	Case No. 22-90254 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 51550 52443</u>)	
)	
In re:	)	Chapter 11
)	
GREAT ESCAPE LAGRANGE LLC,)	
	)	Case No. 22-90206 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 35-2062155</u>)	
)	
In re:	)	Chapter 11
)	
GREAT ESCAPE LLC,)	
	)	Case No. 22-90210 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 35-2050796</u>)	
)	
In re:	)	Chapter 11
)	
GREAT ESCAPE OF NITRO, LLC,)	
	)	Case No. 22-90221 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 20-2767137</u>)	
)	
In re:	)	Chapter 11
)	
GREAT ESCAPE OF O'FALLON, LLC,)	
	)	Case No. 22-90226 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 20-2767033</u>)	

In re:	)	Chapter 11
GREAT ESCAPE THEATRES, LLC,	)	Case No. 22-90271 (MI)
Debtor.)	
Tax I.D. No. 35-2113816)	
In re:	)	Chapter 11
GREAT ESCAPE THEATRES OF BOWLING GREEN, LLC,	)	Case No. 22-90232 (DRJ)
Debtor.)	
Tax I.D. No. 61-1379928)	
In re:	)	Chapter 11
GREAT ESCAPE THEATRES OF HARRISBURG, LLC,	)	Case No. 22-90236 (MI)
Debtor.)	
Tax I.D. No. 26-0882249)	
In re:	)	Chapter 11
GREAT ESCAPE THEATRES OF LEBANON, LLC,	)	Case No. 22-90239 (MI)
Debtor.)	
Tax I.D. No. 20-5001646)	
In re:	)	Chapter 11
GREAT ESCAPE THEATRES OF NEW ALBANY, LLC,	)	Case No. 22-90242 (DRJ)
Debtor.)	
Tax I.D. No. 81-0592002)	

In re:	)	Chapter 11
HEMEL HEMPSTEAD TWO CINEMA 2 LIMITED,	)	Case No. 22-90255 (DRJ)
Debtor.)	
<u>Tax I.D. No. 35404 16650</u>)	
In re:	)	Chapter 11
HOLLYWOOD THEATERS, INC.,	)	Case No. 22-90270 (DRJ)
Debtor.)	
<u>Tax I.D. No. 75-2598844</u>)	
In re:	)	Chapter 11
HOLLYWOOD THEATERS III, INC.,	)	Case No. 22-90265 (DRJ)
Debtor.)	
<u>Tax I.D. No. 95-4344918</u>)	
In re:	)	Chapter 11
HOYTS CINEMAS CORPORATION,	)	Case No. 22-90261 (DRJ)
Debtor.)	
<u>Tax I.D. No. 04-2981190</u>)	
In re:	)	Chapter 11
INTERSTATE THEATRES CORPORATION,	)	Case No. 22-90264 (DRJ)
Debtor.)	
<u>Tax I.D. No. 04-1472970</u>)	

In re:)	
	)	Chapter 11
LOIS BUSINESS DEVELOPMENT)	
CORPORATION,	)	Case No. 22-90267 (MI)
)	
Debtor.)	
)	
<u>Tax I.D. No. 99-0321127</u>)	
)	
In re:	)	Chapter 11
)	
MCINTOSH PROPERTIES, LLC,	)	Case No. 22-90263 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 26-0837983</u>)	
)	
In re:	)	Chapter 11
)	
NEWCASTLE CINEMA 2 LIMITED,	)	Case No. 22-90256 (MI)
)	
Debtor.)	
)	
<u>Tax I.D. No. 14925 27348</u>)	
)	
In re:	)	Chapter 11
)	
NEWMAN ONLINE LIMITED,	)	Case No. 22-90257 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 45823 10076</u>)	
)	
In re:	)	Chapter 11
)	
NEXT GENERATION NETWORK, INC.,	)	Case No. 22-90268 (MI)
)	
Debtor.)	
)	
<u>Tax I.D. No. 41-1670450</u>)	

<u>In re:</u>	)	Chapter 11
OKLAHOMA WARREN THEATRES, LLC,	)	Case No. 22-90269 (DRJ)
Debtor.)	
<u>Tax I.D. No. 20-3647349</u>)	
<u>In re:</u>	)	Chapter 11
OKLAHOMA WARREN THEATRES II, LLC,	)	Case No. 22-90262 (MI)
Debtor.)	
<u>Tax I.D. No. 62-1412720</u>)	
<u>In re:</u>	)	Chapter 11
PACIFIC RIM BUSINESS DEVELOPMENT CORPORATION,	)	Case No. 22-90266 (MI)
Debtor.)	
<u>Tax I.D. No. 94-3269488</u>)	
<u>In re:</u>	)	Chapter 11
PICTUREHOUSE BOOKINGS LIMITED,	)	Case No. 22-90219 (MI)
Debtor.)	
<u>Tax I.D. No. 73388 16285</u>)	
<u>In re:</u>	)	Chapter 11
PICTUREHOUSE CINEMAS LIMITED,	)	Case No. 22-90225 (MI)
Debtor.)	
<u>Tax I.D. No. 81450 06576</u>)	

In re:)	
	)	Chapter 11
PICTUREHOUSE ENTERTAINMENT)	
LIMITED,	)	Case No. 22-90229 (MI)
)	
Debtor.)	
)	
<u>Tax I.D. No. 17997 23229</u>)	
)	
In re:	)	Chapter 11
)	
POOLE CINEMA 2 LIMITED,)	
	)	Case No. 22-90237 (MI)
)	
Debtor.)	
)	
<u>Tax I.D. No. 19104 09984</u>)	
)	
In re:	)	Chapter 11
)	
R.C. COBB, INC.,)	
	)	Case No. 22-90205 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 63-0376608</u>)	
)	
In re:	)	Chapter 11
)	
R.C. COBB II, LLC,)	
	)	Case No. 22-90204 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 27-1923174</u>)	
)	
In re:	)	Chapter 11
)	
RAGAINS ENTERPRISES LLC,)	
	)	Case No. 22-90203 (DRJ)
)	
Debtor.)	
)	
<u>Tax I.D. No. 20-1709139</u>)	

In re:	)	) Chapter 11
))
RCI/FSSC, LLC,	)	) Case No. 22-90192 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 16-1768756</u>))
))
In re:	)	) Chapter 11
))
RCI/RMS, LLC,	)	) Case No. 22-90196 (MI)
))
Debtor.))
))
<u>Tax I.D. No. 06-1683875</u>))
))
In re:	)	) Chapter 11
))
REGAL – 18, LLC,	)	) Case No. 22-90200 (MI)
))
Debtor.))
))
<u>Tax I.D. No. 62-1412720</u>))
))
In re:	)	) Chapter 11
))
REGAL/ATOM HOLDINGS, LLC,	)	) Case No. 22-90183 (MI)
))
Debtor.))
))
<u>Tax I.D. No. 03-0398467</u>))
))
In re:	)	) Chapter 11
))
REGAL/CINEBARRE HOLDINGS, LLC,	)	) Case No. 22-90187 (DRJ)
))
Debtor.))
))
<u>Tax I.D. No. 26-2847301</u>))

In re:)	
	)	Chapter 11
REGAL/DCIP HOLDINGS, LLC,)	
	)	Case No. 22-90207 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 62-1412720</u>)	
)	
In re:	)	Chapter 11
)	
REGAL CINEMAS, INC.,)	
	)	Case No. 22-90197 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 62-1412720</u>)	
)	
In re:	)	Chapter 11
)	
REGAL CINEMAS CORPORATION,)	
	)	Case No. 22-90202 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 02-0624987</u>)	
)	
In re:	)	Chapter 11
)	
REGAL CINEMAS HOLDINGS, INC.,)	
	)	Case No. 22-90186 (MI)
Debtor.)	
)	
<u>Tax I.D. No. 62-1843011</u>)	
)	
In re:	)	Chapter 11
)	
REGAL CINEMAS II, LLC,)	
	)	Case No. 22-90193 (DRJ)
Debtor.)	
)	
<u>Tax I.D. No. 27-1923323</u>)	

In re:	)	Chapter 11
REGAL CINEMEDIA CORPORATION,	)	Case No. 22-90199 (MI)
Debtor.)	
<u>Tax I.D. No. 03-0398467</u>)	
In re:	)	Chapter 11
REGAL CINEMEDIA HOLDINGS, LLC,	)	Case No. 22-90201 (DRJ)
Debtor.)	
<u>Tax I.D. No. 20-8359075</u>)	
In re:	)	Chapter 11
REGAL DISTRIBUTION, LLC,	)	Case No. 22-90185 (MI)
Debtor.)	
<u>Tax I.D. No. 62-1412720</u>)	
In re:	)	Chapter 11
REGAL DISTRIBUTION HOLDINGS, LLC,	)	Case No. 22-22-90189 (MI)
Debtor.)	
<u>Tax I.D. No. 62-1412720</u>)	
In re:	)	Chapter 11
REGAL ENTERTAINMENT GROUP,	)	Case No. 22-90181 (MI)
Debtor.)	
<u>Tax I.D. No. 02-05569394</u>)	

In re:	)	Chapter 11
REGAL ENTERTAINMENT HOLDINGS, INC.,	)	Case No. 22-90175 (DRJ)
Debtor.)	
<u>Tax I.D. No. 72-1522911</u>)	
In re:	)	Chapter 11
REGAL ENTERTAINMENT HOLDINGS II LLC,	)	Case No. 22-90178 (MI)
Debtor.)	
<u>Tax I.D. No. 20-2028770</u>)	
In re:	)	Chapter 11
REGAL GALLERY PLACE, LLC,	)	Case No. 22-90173 (MI)
Debtor.)	
<u>Tax I.D. No. 20-1702561</u>)	
In re:	)	Chapter 11
REGAL INVESTMENT COMPANY,	)	Case No. 22-90222 (DRJ)
Debtor.)	
<u>Tax I.D. No. 52-2032807</u>)	
In re:	)	Chapter 11
REGAL LICENSING, LLC,	)	Case No. 22-90233 (DRJ)
Debtor.)	
<u>Tax I.D. No. 47-2042818</u>)	

In re:)	
	)	Chapter 11
REGAL STRATFORD, INC.,)	
	)	Case No. 22-90238 (DRJ)
Debtor.)	
)	
Tax I.D. No. 20-2337444)	
)	
In re:	)	Chapter 11
)	
REGALREALTY – 17, LLC,)	
	)	Case No. 22-90211 (MI)
Debtor.)	
)	
Tax I.D. No. 62-1412720)	
)	
In re:	)	Chapter 11
)	
RICHMOND I CINEMA, L.L.C.,)	
	)	Case No. 22-90215 (DRJ)
Debtor.)	
)	
Tax I.D. No. 56-2115915)	
)	
In re:	)	Chapter 11
)	
THE MOVIE MACHINE, L.L.C.,)	
	)	Case No. 22-90174 (MI)
Debtor.)	
)	
Tax I.D. No. 74-3048400)	
)	
In re:	)	Chapter 11
)	
UA SHOR, LLC,)	
	)	Case No. 22-90177 (MI)
Debtor.)	
)	
Tax I.D. No. 13-1424080)	

In re:	)	Chapter 11
UA SWANSEA, LLC,	)	Case No. 22-90179 (DRJ)
Debtor.)	
<u>Tax I.D. No. 20-1997413</u>)	
In re:	)	Chapter 11
UNITED ARTISTS PROPERTIES I CORP.,	)	Case No. 22-90182 (DRJ)
Debtor.)	
<u>Tax I.D. No. 84-1093560</u>)	
In re:	)	Chapter 11
UNITED ARTISTS REALTY COMPANY,	)	Case No. 22-90184 (DRJ)
Debtor.)	
<u>Tax I.D. No. 22-2861013</u>)	
In re:	)	Chapter 11
UNITED ARTISTS THEATRE CIRCUIT, INC.,	)	Case No. 22-90212 (MI)
Debtor.)	
<u>Tax I.D. No. 13-1424080</u>)	
In re:	)	Chapter 11
UNITED ARTISTS THEATRE CIRCUIT II, LLC,	)	Case No. 22-90208 (DRJ)
Debtor.)	
<u>Tax I.D. No. 27-1923416</u>)	

In re:	)	Chapter 11
UNITED ARTISTS THEATRE COMPANY,	)	Case No. 22-90213 (DRJ)
Debtor.)	
Tax I.D. No. 84-1198391)	
)	
In re:	)	Chapter 11
VALEENE CINEMAS, LLC,	)	Case No. 22-90217 (MI)
Debtor.)	
Tax I.D. No. 26-0237734)	
)	
In re:	)	Chapter 11
WALLACE THEATER HOLDINGS, INC.,	)	Case No. 22-90220 (DRJ)
Debtor.)	
Tax I.D. No. 75-2605571)	
)	
In re:	)	Chapter 11
WARREN OKLAHOMA THEATRES, INC.,	)	Case No. 22-90224 (MI)
Debtor.)	
Tax I.D. No. 45-478975)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN
ORDER DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES**

Emergency relief has been requested. Relief is requested not later than 8:00 a.m. (prevailing Central Time) on September 8, 2022.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on September 8, 2022, at 8:00 a.m. (prevailing Central Time) in Courtroom 404, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Isgur's conference room number is 954554. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Isgur's homepage. The meeting code is "JudgeIsgur". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Isgur's homepage. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state the following in support of this motion (this "Motion"):¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the "Order"), directing procedural consolidation and joint administration of these chapter 11 cases. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern

¹ The facts and circumstances supporting this Motion are set forth in (a) the *Declaration of Israel Greidinger, Deputy Chief Executive Officer of Cineworld Group plc, in Support of the Debtors' Chapter 11 Petitions* (the "Greidinger First Day Declaration"), and (b) the *Declaration of James Mesterharm, Chief Restructuring Officer of Cineworld Group plc, in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the "Mesterharm First Day Declaration," and together with the Greidinger First Day Declaration, the "First Day Declarations"), each filed contemporaneously with the filing of this Motion and incorporated by reference herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declarations.

District of Texas (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of Cineworld Group plc, *et al.*, Case No. 22-90168, and that the cases be administered under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	) Chapter 11
))
CINEWORLD GROUP PLC, <i>et al.</i> ¹	)	) Case No. 22-90168 (MI)
))
Debtors.	)	(Jointly Administered)
))

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/Cineworld>. The location of the Debtor Cineworld Group plc’s principal place of business and the Debtors’ service address in these chapter 11 cases is 8th Floor Vantage London, Great West Road, Brentford, England, TW8 9AG, United Kingdom.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Cineworld Group plc (“Cineworld” and together with its Debtor and non-Debtor affiliates, the “Group”), to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: Cineworld Group plc, Case No. 22-90168; 13th Avenue Partners, L.L.C., Case No. 22-90172; A 3 Theatres of San Antonio, Ltd., Case No. 22-90167; A 3 Theatres of Texas, Inc., Case No. 22-90176; Augustus 1 Limited, Case No. 22-90245; Augustus 2 Limited, Case No. 22-90247; Basildon Cinema 2 Limited, Case No. 22-90252; Basildon Cinema Number 2 Limited, Case No. 22-90249; Bromley Cinema 2 Limited, Case No. 22-90250; Busby AssignCo, LLC, Case No. 22-90170; Cine-UK Limited, Case No. 22-90251; Cinebarre, LLC, Case No. 22-90169; Cinemas Associates,

LLC, Case No. 22-90171; Cineworld Cinema Properties Limited, Case No. 22-90241; Cineworld Cinemas Holdings Limited, Case No. 22-90243; Cineworld Cinemas Limited, Case No. 22-90246; Cineworld Elite Picture Theatre (Nottingham) Limited, Case No. 22-90228; Cineworld Estates Limited, Case No. 22-90231; Cineworld Funding (Jersey) Limited, Case No. 22-90235; Cineworld Holdings Limited, Case No. 22-90240; Cineworld HunCo Kft., Case No. 22-90244; Cineworld South East Cinemas Limited, Case No. 22-90209; City Screen (Brighton) Limited, Case No. 22-90214; City Screen (Liverpool) Limited, Case No. 22-90216; City Screen (S.O.A.) Limited, Case No. 22-90218; City Screen (Stratford) Limited, Case No. 22-90223; City Screen (York) Limited, Case No. 22-90227; Classic Cinemas Limited, Case No. 22-90230; Consolidated Theatres Management, L.L.C., Case No. 22-90180; Crown Finance US, Inc., Case No. 22-90188; Crown Intermediate HoldCo, Inc., Case No. 22-90191; Crown Theatre Corporation, Case No. 22-90194; Crown UK HoldCo Limited, Case No. 22-90234; CS (Brixton) Limited, Case No. 22-90258; CS (Exeter) Limited, Case No. 22-90259; CS (Norwich) Limited, Case No. 22-90260; Eastgate Theatre, Inc., Case No. 22-90195; Edwards Theatres, Inc., Case No. 22-90198; Empire Cinema 2 Limited, Case No. 22-90248; Frederick Plaza Cinema, Inc., Case No. 22-90190; Gallery Cinemas Limited, Case No. 22-90253; Gallery Holdings Limited, Case No. 22-90254; Great Escape LaGrange LLC, Case No. 22-90206; Great Escape LLC, Case No. 22-90210; Great Escape of Nitro, LLC, Case No. 22-90221; Great Escape of O'Fallon, LLC, Case No. 22-90226; Great Escape Theatres, LLC, Case No. 22-90271; Great Escape Theatres of Bowling Green, LLC, Case No. 22-90232; Great Escape Theatres of Harrisburg, LLC, Case No. 22-90236; Great Escape Theatres of Lebanon, LLC, Case No. 22-90239; Great Escape Theatres of New Albany, LLC, Case No. 22-90242; Hemel Hempstead Two Cinema 2 Limited, Case No. 22-90255; Hollywood Theaters, Inc., Case No. 22-90270; Hollywood Theaters III, Inc., Case No. 22-90265; Hoyts Cinemas Corporation, Case No. 22-90261; Interstate Theatres Corporation, Case No. 22-90264; Lois Business Development Corporation, Case No. 22-90267; McIntosh Properties, LLC, Case No. 22-90263; Newcastle Cinema 2 Limited, Case No. 22-90256; Newman Online Limited, Case No. 22-90257; Next Generation Network, Inc., Case No. 22-90268; Oklahoma Warren Theatres, LLC, Case No. 22-90269; Oklahoma Warren Theatres II, LLC, Case No. 22-90262; Pacific Rim Business Development Corporation, Case No. 22-90266; Picturehouse Bookings Limited, Case No. 22-90219; Picturehouse Cinemas Limited, Case No. 22-90225; Picturehouse Entertainment Limited, Case No. 22-90229; Poole Cinema 2 Limited, Case No. 22-90237; R.C. Cobb, Inc., Case No. 22-90205; R.C. Cobb II, LLC, Case No. 22-90204; Ragains Enterprises LLC, Case No. 22-90203; RCI/FSSC, LLC, Case No. 22-90192; RCI/RMS, LLC, Case No. 22-90196; Regal – 18, LLC, Case No. 22-90200; Regal/Atom Holdings, LLC, Case No. 22-90183; Regal/Cinebarre Holdings, LLC, Case No. 22-90187; Regal/DCIP Holdings, LLC, Case No. 22-90207; Regal Cinemas, Inc., Case No. 22-90197; Regal Cinemas Corporation, Case No. 22-90202; Regal Cinemas Holdings, Inc., Case No. 22-90186; Regal Cinemas II, LLC, Case No. 22-90193; Regal CineMedia Corporation, Case No. 22-90199; Regal CineMedia Holdings, LLC, Case No. 22-90201; Regal Distribution, LLC, Case No. 22-90185; Regal

Distribution Holdings, LLC, Case No. 22-90189; Regal Entertainment Group, Case No. 22-90181; Regal Entertainment Holdings, Inc., Case No. 22-90175; Regal Entertainment Holdings II LLC, Case No. 22-90178; Regal Gallery Place, LLC, Case No. 22-90173; Regal Investment Company, Case No. 22-90222; Regal Licensing, LLC, Case No. 22-90233; Regal Stratford, Inc., Case No. 22-90238; RegalRealty – 17, LLC, Case No. 22-90211; Richmond I Cinema, L.L.C., Case No. 22-90215; The Movie Machine, L.L.C., Case No. 22-90174; UA Shor, LLC, Case No. 22-90177; UA Swansea, LLC, Case No. 22-90179; United Artists Properties I Corp., Case No. 22-90182; United Artists Realty Company, Case No. 22-90184; United Artists Theatre Circuit, Inc., Case No. 22-90212; United Artists Theatre Circuit II, LLC, Case No. 22-90208; United Artists Theatre Company, Case No. 22-90213; Valeene Cinemas, LLC, Case No. 22-90217; Wallace Theater Holdings, Inc., Case No. 22-90220; and Warren Oklahoma Theatres, Inc., Case No. 22-90224. The docket in Case No. 22-90168 (MI) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 22-90168 (MI).**

Jurisdiction and Venue

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157 (b). The Debtors confirm their consent to the entry of a final order by the Court.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Background

7. Cineworld is unwavering in its vision to be “The Best Place to Watch a Movie.” As the second-largest cinema chain in the world by number of screens, Cineworld brings its vision to life each day in modern cinemas with cutting-edge technology. Headquartered in Brentford, United Kingdom, the London Stock Exchange-listed company, operating under five major brands,

employs a global workforce of approximately 30,000 employees and operates 747 locations with 9,139 screens in 10 countries.

8. On September 7, 2022 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. A detailed description of the Debtors, their businesses, and the facts and circumstances supporting the Debtors’ chapter 11 cases are set forth in greater detail in the First Day Declarations.

9. The Debtors have filed this Motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated.

Basis for Relief

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced these chapter 11 cases are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code, of A 3 Theatres of San Antonio, Ltd. (“A 3 Theatres”). A 3 Theatres, the first entity to file a petition in these chapter 11 cases, was formed in Texas in 1989 and has maintained a registered office in Texas since its formation. The Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 also provides for the joint administration of related chapter 11 cases.

11. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity.

The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

12. Joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. The joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Emergency Consideration

13. The Debtors request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm,” and Bankruptcy Local Rule 9013-1(i). An immediate and orderly transition into chapter 11 is critical to the viability of the Debtors’ operations. Failure to receive the requested relief during the first 21 days of these chapter 11 cases would imperil the Debtors’ restructuring and cause irreparable harm. The Debtors have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

14. The Debtors have provided notice of this Motion to the following parties or their respective counsel: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis);

(c) the agent under the Debtors' Prepetition Priming Facility, and counsel thereto; (d) the agent under the Debtors' Prepetition Legacy Term Facilities, and counsel thereto; (e) the agent under the Debtors' Revolving Credit Facility, and counsel thereto; (f) counsel to the ad hoc group of Prepetition Revolving Lenders; (g) counsel to the ad hoc group of Prepetition Legacy Term Lenders; (h) the agent under the Debtors' Facilities Agreement, and counsel thereto; (i) counsel to lenders under the Debtors' Facilities Agreement; (j) the trustee under the Debtors' Convertible Bonds, and counsel thereto; (k) counsel to the ad hoc group of Convertible Bondholders; (l) the agent under the Debtors' debtor-in-possession facility, and counsel thereto; (m) the Office of the United States Attorney for the Southern District of Texas; (n) the state attorneys general for states in which the Debtors conduct business; (o) the Internal Revenue Service; (p) the Securities and Exchange Commission; (q) the Environmental Protection Agency; (r) other governmental agencies having a regulatory or statutory interest in these cases; and (s) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas
Dated: September 7, 2022

/s/ Matthew D. Cavenaugh

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Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh

Certificate of Service

I certify that on September 7, 2022, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh